



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

No.

Date JUL 31 1980

Fee \$ 10.00

ICC Washington, D. C.

Secretary

Interstate Commerce Commission

Washington, D.C. 20025

FILED
FEE COLLECTION BR.

July 28, 1980

RECORDATION NO. 5864-B Filed & Recorded

JUL 31 1980 - 10 00 AM

Re: ACF Industries, Incorporated
Equipment Trust No. 2 of 1970

Dear Sir:

We enclose herewith for filing with the Commission, pursuant to 49 U.S.C. § 11303 and the regulations thereunder, five original counterparts of a Supplemental Equipment Trust Agreement dated June 18, 1980 between the following parties:

(a) Trustee-Lessor:

Bankers Trust Company
One Bankers Trust Plaza
New York, N.Y. 10006

(b) Lessee:

ACF Industries, Incorporated
750 Third Avenue
New York, N.Y. 10017

The equipment covered by the above document is as follows:

3 railroad center flow covered hopper cars, initialed ACFX, A.A.R. mechanical designation Code L 454 and numbered 59248 through 59250, inclusive, and
8 railroad center flow covered hopper cars, initialed ACFX, A.A.R. mechanical designation Code L 554 and numbered 59151 through 59158, inclusive.

The enclosed document subjects said equipment to the trust in exchange for certain sums previously credited in respect of other trust equipment which has suffered a casualty occurrence. The underlying equipment trust agreement was recorded in your office on October 28, 1970 at 4:10 P.M. and was assigned Recordation No. 5864. One supplemental document was filed thereafter, having been assigned Recordation No. 5864-A, with the result that the enclosed document should be assigned Recordation No. 5864-B.

The required \$10.00 filing fee for the enclosed is included in our accompanying \$30.00 check drawn to the order of the

Interstate Commerce Commission
Washington, D.C. 20423

7/31/80

OFFICE OF THE SECRETARY

**R.W. Montgomery
Assistant Secretary
ACF Industries, Incorp.
750 Third Avenue
New York, N.Y. 10017**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/31/80** at **10:00am**, and assigned re-recording number(s). **5864-B, 5647-B, 5208-G**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 5864-B Filed & Recorded

JUL 31 1980 -10 00 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST NO. 2 OF 1970

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated June 18, 1980

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED June 18, 1980
between BANKERS TRUST COMPANY, a corporation duly organized and
existing under the laws of the State of New York, as Trustee
(hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED,
a corporation organized and existing under the laws of the State
of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated
October 1, 1970 (hereinafter called the Agreement), between the
Trustee and the Company there was constituted "ACF Industries,
Incorporated Equipment Trust No. 2 of 1970," pursuant to which
certain railroad equipment has been transferred to, and the title
thereto vested in, the Trustee, and such railroad equipment has
been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to
Section 5.07 of the Agreement, the Trustee has made payment to the
Company of \$497,356.00 out of funds previously deposited with the
Trustee pursuant to Sections 5.07 and 5.08 of the Agreement and
simultaneously therewith the Company has conveyed to the Trustee
Equipment (as defined in the Agreement) described in said Request
and in Exhibit A hereto (hereinafter called the Substituted Equipment),
and has delivered to the Trustee an Officers' Certificate in respect
of the Substituted Equipment, a certificate as to delivery thereof,
a Bill of Sale transferring the Substituted Equipment to, and vesting the
title thereto in, the Trustee and an Opinion of Counsel satisfactory
to the Trustee with respect to the Substituted Equipment, all in
like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective

officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

BANKERS TRUST COMPANY, Trustee

By


Vice President

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By


Vice President

(Corporate Seal)

Attest:

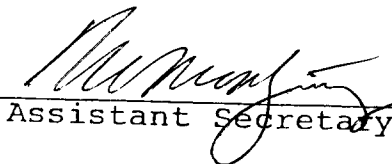

Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

Cars Initialled ACFX and Numbered	A.A.R. Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value	Value
59248	L454	Sep 1979	\$ 48,300	\$ 48,300	\$ 48,300	\$ 48,300
59249	L454	Sep 1979	48,300	48,300	48,300	48,300
59250	L454	Sep 1979	48,300	48,300	48,300	48,300
59151	L554	Oct 1979	48,753	48,753	48,753	48,753
59152	L554	Oct 1979	48,753	48,753	48,753	48,753
59153	L554	Oct 1979	48,753	48,753	48,753	48,753
59154	L554	Oct 1979	48,753	48,753	48,753	48,753
59155	L554	Oct 1979	48,753	48,753	48,753	48,753
59156	L554	Oct 1979	48,753	48,753	48,753	48,753
59157	L554	Oct 1979	48,753	48,753	48,753	48,753
59158	L554	Oct 1979	48,753	48,753	48,753	48,753
			<u>\$534,924</u>	<u>\$534,924</u>	<u>\$534,924</u>	<u>\$534,924</u>

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this ^{July} 9th day of ~~June~~, 1980, before me personally appeared M. K. Klugman, to me personally known, who, being by me duly sworn, says that he is a Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Harriet A. Drandoff

HARRIET A. DRANDOFF
Notary Public, State of New York
No. 24-9820916
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1982

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 18th day of June, 1980, before me personally appeared E. H. Holahan, to me personally known, who being by me duly sworn, says that he is a Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Anthony M. Romanello

ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1981